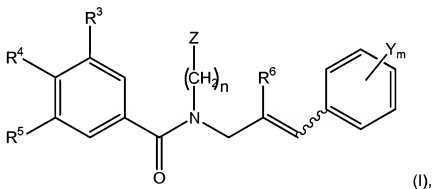


## I. Listing of Claims

Please amend the claims as follows (the changes in these claims are shown with ~~strikethrough~~ for deleted text and underlines for added text). A complete listing of the claims is listed below with proper claim identifiers. This listing of claims will replace all prior versions, and listings, of claims in the application.

What is claimed is:

1. (Currently Amended) A ~~modulator~~ compound of the structure (I), or a salt thereof:



where m is an integer from 1 to 5;

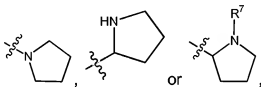
each Y is independently selected from the group consisting of hydrogen, halogen, -CN, -NO<sub>2</sub>, -OH, -OR', -C(O)R', -CO<sub>2</sub>R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO<sub>2</sub>R', -SO<sub>2</sub>NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)<sub>2</sub>R'', -NR'SO<sub>2</sub>R'', -NR'(CO)NR'R'', unsubstituted or substituted C<sub>1-8</sub> alkyl, unsubstituted or substituted C<sub>2-8</sub> alkenyl, unsubstituted or substituted C<sub>2-8</sub> alkynyl, unsubstituted or substituted C<sub>3-8</sub> cycloalkyl, and unsubstituted or substituted C<sub>6-10</sub> aryl;

where each R', R'' and R''' are each independently from the group consisting of:

hydrogen, halogen, unsubstituted or substituted C<sub>1-8</sub> alkyl, and unsubstituted or substituted C<sub>6-10</sub> aryl;

n is 0, 1, 2 or 3;

Z is a substituted or unsubstituted group of the formulae:



where R<sup>7</sup> is selected from the group consisting of hydrogen, -C(O)R', -CO<sub>2</sub>R', -C(O)NR'R'', -SO<sub>2</sub>R', unsubstituted or substituted C<sub>1-10</sub> alkyl, unsubstituted or substituted C<sub>1-8</sub> alkoxy, unsubstituted or substituted C<sub>2-10</sub> alkenyl, unsubstituted or substituted C<sub>2-10</sub> alkynyl, unsubstituted or substituted C<sub>3-10</sub> cycloalkyl, unsubstituted or substituted C<sub>6-10</sub> aryl, and C<sub>6-10</sub> aryloxy, where each R', R'' and R''' are each independently from the group consisting of: hydrogen, halogen, unsubstituted or substituted C<sub>1-8</sub> alkyl, and unsubstituted or substituted C<sub>6-10</sub> aryl;

R<sup>6</sup> is alkyl, hydrogen, or halogen; and

R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each independently selected from the group consisting of hydrogen, halogen, -CN, -NO<sub>2</sub>, -OH, -OR', -C(O)R', -CO<sub>2</sub>R', -O(CO)R', -C(O)NR'R'', -OC(O)NR'R'', -SR', -SOR', -SO<sub>2</sub>R', -SO<sub>2</sub>NR'R'', -NR'R'', -NR'C(O)R'', -NR'C(O)<sub>2</sub>R'', -NR'SO<sub>2</sub>R'', -NR'(CO)NR'R'', unsubstituted or substituted C<sub>1-8</sub> alkyl, unsubstituted or substituted C<sub>2-8</sub> alkenyl, unsubstituted or substituted C<sub>2-8</sub> alkynyl, unsubstituted or substituted C<sub>3-8</sub> cycloalkyl, and unsubstituted or substituted C<sub>6-10</sub> aryl.

2. (Currently Amended) The ~~modulator~~ compound of claim 1, where R<sup>6</sup> is hydrogen.

3. (Currently Amended) The ~~modulator~~ compound of claim 1, where R<sup>6</sup> is substituted or unsubstituted C<sub>1-8</sub> alkyl.

4. (Currently Amended) The ~~modulator~~ compound of claim 1, where R<sup>6</sup> is halogen.

5. (Currently Amended) The ~~modulator~~ compound of claim 1, where R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each independently selected from the group consisting of hydrogen, -OR', and substituted or unsubstituted C<sub>1-8</sub> alkyl.

6. (Currently Amended) The ~~modulator~~ compound of claim 1, where R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each independently selected from the group consisting of -OR' and hydrogen.

7. (Currently Amended) The ~~modulator~~ compound of claim 1, where R<sup>3</sup>, R<sup>4</sup>, and R<sup>5</sup> are each -OR', where R' is substituted C<sub>1-8</sub> alkyl.

8. (Canceled)

9. (Canceled)

10. (Cancelled)

11. (Cancelled)

12. (Cancelled)

13. (Cancelled)

14. (Currently Amended) The ~~modulator~~ compound of claim 1, where Z is a substituted or unsubstituted group of the formula:



15. (Currently Amended) The ~~modulator~~ compound of claim 1, where Z is a substituted or unsubstituted group of the formula:



16. (Canceled)

17. (Canceled)

18. (Canceled)

19. (Currently Amended) The ~~modulator~~ compound of claim 1, where Z is a substituted or unsubstituted group of the formula:



where  $R^7$  is selected from the group consisting of hydrogen,  $-C(O)R'$ ,  $-CO_2R'$ ,  $-C(O)NR'R''$ ,  $-SO_2R'$ , unsubstituted or substituted  $C_{1-10}$  alkyl, unsubstituted or substituted  $C_{1-8}$  alkoxy, unsubstituted or substituted  $C_{2-10}$  alkenyl, unsubstituted or substituted  $C_{2-10}$  alkynyl, unsubstituted or substituted  $C_{3-10}$  cycloalkyl, unsubstituted or substituted  $C_{6-10}$  aryl, and  $C_{6-10}$  aryloxy.

20. (Currently Amended) The ~~modulator~~ compound of claim 1, where  $R^7$  is substituted or unsubstituted  $C_{1-10}$  alkyl, substituted or unsubstituted  $C_{1-10}$  alkoxy, substituted or unsubstituted aryloxy, or substituted or unsubstituted  $C_{3-10}$  cycloalkyl.

21. (Currently Amended) The ~~modulator~~ compound of claim 1, where  $n$  is 1, 2, or 3.

22. (Currently Amended) The ~~modulator~~ compound of claim 1, where  $m$  is 1 or 2, and each  $Y$  is a halogen.

23. (Currently Amended) The ~~modulator~~ compound of claim 1, where  $m$  is 0.

24. (Currently Amended) The ~~modulator~~ compound of claim 1, where substituted alkyl, substituted alkenyl, substituted alkynyl and substituted cycloalkyl can each independently be substituted 1 to 3 times with halogen,  $-OR'$ ,  $-NR'R''$ ,  $-SR'$ , -

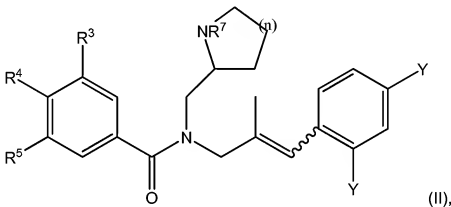
SiR'R''R''', -OC(O)R', -C(O)R', -CO<sub>2</sub>R', -CONR'R'', -OC(O)NR'R'', -NR''C(O)R', -NR'-C(O)NR''R''', -NR''C(O)<sub>2</sub>R', -S(O)R', -S(O)<sub>2</sub>R', -S(O)<sub>2</sub>NR'R'', -NR'S(O)<sub>2</sub>R'', -CN, oxo (=O or -O-) or -NO<sub>2</sub>, where R', R'' and R''' each are independently selected from the group consisting of hydrogen, halogen, unsubstituted C<sub>1-8</sub> alkyl, unsubstituted C<sub>3-6</sub> cycloalkyl, unsubstituted C<sub>2-8</sub> alkenyl, unsubstituted or C<sub>2-8</sub> alkynyl, and unsubstituted aryl.

25. (Currently Amended) The ~~modulator~~ compound of claim 1, where substituted aryl can each independently be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R'', -SR', -R', -CN, -NO<sub>2</sub>, -CO<sub>2</sub>R', -CONR'R'', -C(O)R', -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)<sub>2</sub>R', -NR'-C(O)NR''R''', -NH-C(NH<sub>2</sub>)=NH, -NR'C(NH<sub>2</sub>)=NH, -NH-C(NH<sub>2</sub>)=NR', -S(O)R', -S(O)<sub>2</sub>R', -S(O)<sub>2</sub>NR'R'', -NR'S(O)<sub>2</sub>R'' and -N<sub>3</sub>, where R', R'' and R''' are independently selected from the group consisting of hydrogen, halogen, unsubstituted C<sub>1-8</sub> alkyl, unsubstituted C<sub>3-6</sub> cycloalkyl, unsubstituted C<sub>2-8</sub> alkenyl, unsubstituted C<sub>2-8</sub> alkynyl, and unsubstituted or substituted aryl.

26. (Currently Amended) The ~~modulator~~ compound of claim 1, where substituted heterocyclyl can be substituted 1 to 3 times with halogen, unsubstituted or substituted alkyl, unsubstituted or substituted alkenyl, unsubstituted or substituted alkynyl, unsubstituted or substituted cycloalkyl, -OR', oxo (=O or -O), -OC(O)R', -NR'R'', -SR', -R', -CN, -NO<sub>2</sub>, -OC(O)NR'R'', -NR''C(O)R', -NR''C(O)<sub>2</sub>R', -NR'-C(O)NR''R''', -NH-C(NH<sub>2</sub>)=NH, -NR'C(NH<sub>2</sub>)=NH, -NH-C(NH<sub>2</sub>)=NR', -S(O)R', -S(O)<sub>2</sub>NR'R'', -NR'S(O)<sub>2</sub>R'' and -N<sub>3</sub>, where R', R'' and R''' are independently selected from the group

consisting of hydrogen, halogen, unsubstituted C<sub>1-8</sub> alkyl, unsubstituted or C<sub>3-6</sub> cycloalkyl, unsubstituted C<sub>2-8</sub> alkenyl, unsubstituted C<sub>2-8</sub> alkynyl, and unsubstituted aryl.

27. (Currently Amended) A ~~modulator~~ compound having the structure (II):



where  $n=1$ ;

where each Y is independently hydrogen or halogen;

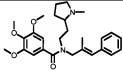
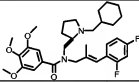
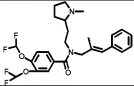
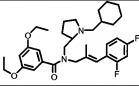
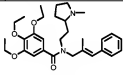
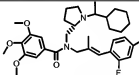
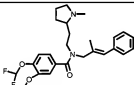
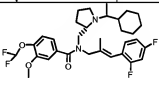
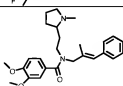
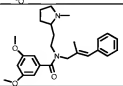
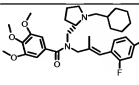
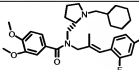
$R^3$ ,  $R^4$ , and  $R^5$  are each independently selected from the group consisting of hydrogen, halogen, and  $-OR'$ ; and

$R^7$  is selected from the group consisting of hydrogen,  $-C(O)R'$ ,  $-CO_2R'$ ,  $-C(O)NR''R'''$ ,  $-SO_2R'$ , unsubstituted or substituted C<sub>1-8</sub> alkyl (optionally C<sub>1-8</sub> alkoxyalkoxy,  $CH_2CH_2OCH_2CH_2OMe$ )alkyl, unsubstituted or substituted C<sub>2-8</sub> alkenyl, unsubstituted or substituted C<sub>2-8</sub> alkynyl, unsubstituted or substituted C<sub>3-8</sub> cycloalkyl, and unsubstituted or substituted C<sub>6-10</sub> aryl where each  $R'$ ,  $R''$  and  $R'''$  are each independently from the group consisting of: hydrogen, halogen, unsubstituted or substituted C<sub>1-8</sub> alkyl, and unsubstituted or substituted C<sub>6-10</sub> aryl.

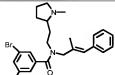
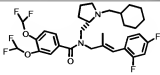
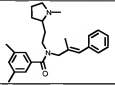
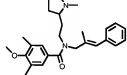
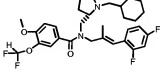
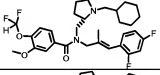
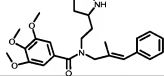
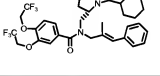
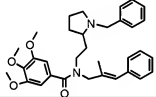
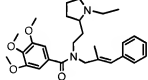
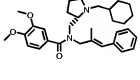
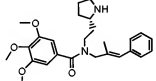
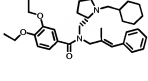
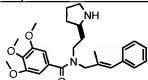
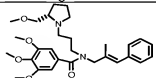
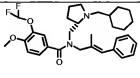
28. (Currently Amended) The ~~modulator~~ compound of claim 27, where R<sup>7</sup> is C<sub>1-8</sub> alkoxyalkyloxy.

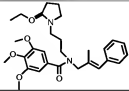
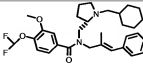
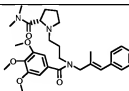
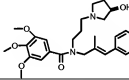
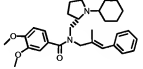
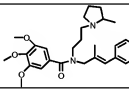
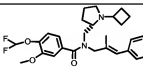
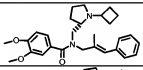
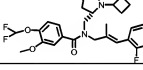
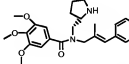
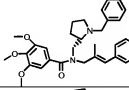
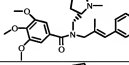
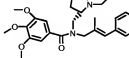
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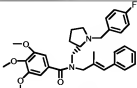
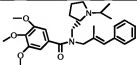
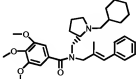
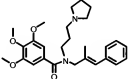
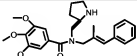
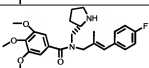
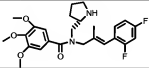
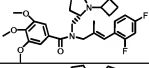
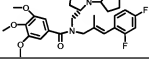
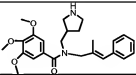
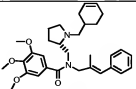
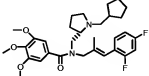
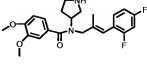
30. (Currently Amended) A ~~modulator~~ compound comprising one of the following formulae:

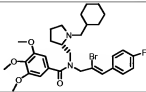
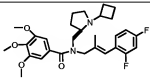
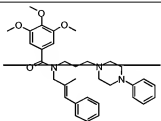
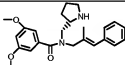
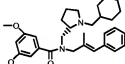
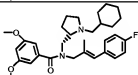
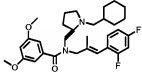
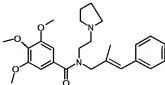
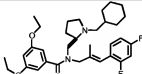
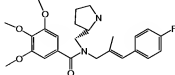
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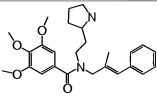


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31. (Currently Amended) A pharmaceutical composition comprising the ~~modulator~~ compound of claim 1 and a pharmaceutically acceptable carrier.

32. (Currently Amended) A pharmaceutical composition comprising the ~~modulator~~ compound of claim 27 and a pharmaceutically acceptable carrier.

33. (Currently Amended) A pharmaceutical composition comprising the ~~modulator~~ compound of claim 30 and a pharmaceutically acceptable carrier.

34. (Canceled).

35. (Canceled).

36. (Canceled).

37. (Canceled).

38. (Canceled).